

GROVE RIGHTS AND COMMUNITY EQUITY, INC.

BYLAWS

**Article I
Introduction**

1.1. Name

The name of the corporation is “Grove Rights and Community Equity, Inc.” (the “Corporation”).

1.2. Bylaws

These Bylaws constitute the code of rules adopted by the Corporation for the regulation and management of its affairs.

**Article II
Purpose**

2.1. Nonprofit Purpose

The Corporation is organized and shall be operated exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation shall not engage in any activities that would be inconsistent with its tax-exempt status.

2.2. Specific Purpose

The Corporation is a coalition of Coconut Grove churches, civic groups, nonprofit organizations, small business owners, tenants, and homeowners. The purpose and mission of the Corporation is to: (1) Protect vulnerable black tenants and homeowners at risk of eviction, displacement, and resegregation; (2) Restore the rights of the wrongfully displaced; (3) Preserve the community, culture, and history of West Grove and its people; and (4) Advocate for equitable economic development.



Article III Membership

3.1. Membership Classes and Eligibility

The Corporation shall have one class of members (individually the “Member,” collectively the “Membership”). Nonprofit organizations, churches, civic groups, and other unincorporated associations serving or located in Coconut Grove and supporting the mission of the Corporation are eligible for Membership, subject to the enrollment requirements in Section 3.11. the Corporation may admit such other persons and organizations as it may determine to admit from time to time, upon such terms and conditions and for such term as the Corporation may find appropriate.

3.2. Representatives

Members shall authorize a representative (the “Representative”) to represent the Member, vote on behalf of the Member, and to execute proxies and written waivers and consents in relation thereto.

3.3 Membership Administration

Definitions of Membership categories, the annual dues for each class of Membership, policy for reinstatement after short-term lapse, and forms for Membership solicitation and renewal, shall be established by resolution of the Board.

3.4 Member Responsibilities

All Members are expected to abide by the Corporation’s Bylaws and policies, make timely payment of dues, provide current contact information, and conduct themselves in accordance with the Corporation’s Mission and Goals.

3.5. Membership Rights

Each Member of the Corporation shall be entitled to vote on matters submitted to the Membership, to nominate and vote in the election of the Board of Directors, and to receive notices and minutes of Membership Meetings of the Corporation.

3.6. Membership Meetings

Membership Meetings shall be held at least once a year at a date to be determined by the Board for the purpose of transacting any business as may

properly come before the meeting. Additional Membership Meetings may be called at any time by the Chairperson or by the Board, or on written request of one-fourth of the Members who are entitled to vote in accordance with the notice requirement in Section 3.7.

3.7. Notice of Meetings

Notice of all meetings of the Membership shall be given by e-mail to each Member or its Representative specifying the time and place of such meeting and shall be provided at least 7 days prior to the date of the meeting.

3.8. Waiver of Notice

Attendance by a Member at any meeting of the Membership will constitute a waiver of notice of such meeting, except where such Member attends the meeting for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened.

3.9. Quorum

The Membership may act only at a properly called meeting of the Membership where a quorum is present. The attendance of a majority of the Members constitutes a quorum for the conducting of business at Membership Meetings. A vote of a majority of the Members in attendance shall be an act of the Membership.

3.10. Meeting by Teleconference

Members may participate in meetings by, or using, any means of communication allowing all participants to simultaneously hear each other, such as teleconference or videoconference. If a meeting is conducted by such means, the presiding Officer shall inform all participating Members at the commencement of such meeting that a meeting is taking place at which official business may be transacted. Any participant in a meeting by such means shall be deemed present in person at such meeting.

3.11. Enrollment of Members

The Board shall adopt a Membership application form. The application form shall require the name, address, and telephone number of each applicant, and the name and contact information for the Representative. Applications shall be reviewed and voted upon by the Board. The applicant becomes a Member upon Board approval and payment of any required Membership dues. The

secretary shall keep an up to date Membership list in the back of the minute book.

Article IV Directors

4.1 Board of Directors

The Board of Directors (individually the “Director,” collectively the “Board”) is that group of persons vested with the management of the business and affairs of this the Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

4.2. Qualifications

Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin.

4.3. Number of Directors

The initial number of Directors is fixed at 7 and thereafter shall be fixed from time to time by resolution of the Board.

4.4 Term and Election of Directors

Directors shall server 3-year terms. Alternatively, Directors shall be divided into three groups and designated by the Board to serve one, two, or three-year terms. Thereafter, the term of office of each Director shall be 3 years. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director’s earlier resignation or removal in accordance with these Bylaws.

4.6. Removal

Any Director may be removed at any time, with or without cause, by a vote of the majority of the Directors in office.

4.7. Vacancies

Any vacancies on the Board caused by death, resignation, removal, inability to act, or by any other circumstance, may be filled by election by a majority vote of Directors present at any regular or special meeting of the Board.

4.8. Meetings

Meetings of the Board may be called by the Chairperson or the Secretary upon the written request of a majority of the Directors.

4.9. Notice of Meetings

Notice of all meetings of the Board shall be given by e-mail to each Director specifying the time and place of such meeting and shall be provided at least 7 days prior to the date of the meeting.

4.10. Waiver of Notice

Attendance by a Director at any meeting of the Board will constitute a waiver of notice of such meeting, except where such director attends the meeting for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened.

4.11. Quorum

The presence of a majority of current Directors of the Board shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these by-laws.

4.12. Meeting by Teleconference

Directors may participate in regular or special meetings by, or through the use of, any means of communication allowing all participants to simultaneously hear each other, such as teleconference or videoconference. If a meeting is conducted by such means, the presiding Officer shall inform all participating Directors at the commencement of such meeting that a meeting is taking place at which official business may be transacted. Any participant in a meeting by such means shall be deemed present in person at such meeting.

4.13. Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, Member, employee, affiliate, or member of a committee with board-delegated powers or whenever a director or officer has a financial or personal interest in any matter coming

before the Board.

4.14. Action by Consent

Any action required by law or under the Articles of Incorporation or by these Bylaws, or any action which otherwise may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the secretary of the Corporation.

Article V Committees

5.1. Appointment of Committees

The Board may designate and appoint committees as it sees fit by resolution. Such committees shall have and exercise such prescribed authority as is designated by Resolution of the Board.

5.2. Executive Committee

The Officers of the Corporation shall constitute the Executive Committee. The Chairperson shall act as Chairperson of the Executive Committee. The Executive Committee may assist the Chairperson in preparing agendas for upcoming meetings of the Board and shall have such other authority as may be given to it from time to time by Resolution of the Board.

Article VI Officers

6.1. Roster of Officers

The Board, by resolution, may, from time to time, appoint such officers as it deems necessary or appropriate to perform designated duties and functions (the "Officers"). At a minimum, the Corporation shall have a Chairperson, Secretary, and Treasurer.

6.2. Chairperson

The Board shall elect a Chairperson. The Chairperson shall preside at all board meetings, be responsible for preparing agendas for board meetings, and

perform all duties incident to such office, and other duties which may be prescribed from time to time by the Board. The Board may elect a Co-Chairperson who shall have the same duties and responsibilities as the Chairperson (the Chairperson and the Co-Chairperson are collectively defined as the "Chairperson").

6.3. Secretary

The Secretary shall keep minutes of all meetings of the Board, shall be the custodian of the corporate records, will give all notices as are required by law or these Bylaws, and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws.

6.4. Treasurer

The Treasurer shall oversee and keep the Board informed of the financial condition and affairs of the Corporation and financial audit results. In conjunction with the Officers or Directors, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation are made available to the Board on a timely basis or as may be required by the Board. The Treasurer shall perform all duties required by the Board or the Chairperson.

6.5. Executive Director

The Board may, in its discretion, designate a paid employee or consultant to serve as its Executive Director. The Executive Director shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation and actively manage its business. The Executive Director shall report to and advise the Board on all significant matters of the Corporation's business. The Executive Director shall not be on the Board. The Executive Director may be removed by a majority vote of the Board.

6.6. Election and Removal of Officers

The Officers shall be elected by the Directors. Officers shall serve a term of two years. The Board may review the performance of the Officers at any time as deemed appropriate by the Board, but at least annually. An Officer shall remain in office until his or her successor has been selected. Any Officer elected or appointed to office may be removed by the Board at any time upon Board vote.

Article VII Operations

7.1. Fiscal Year

The fiscal year shall be January 1 through December 31.

7.2. Inspection of Books and Records

All books and records of the Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

7.3. Loans to Management

The Corporation will make no loans to any of its Directors or Officers.

7.4. Execution of Documents

Except as otherwise provided by law, checks, drafts, and orders for the payment of money of this the Corporation shall be signed by that person previously designated by a Resolution of the Board. Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by a person who has been authorized and directed to do so by the Board.

Article VIII Public Statements

8.1. Authority to Make Statements

No person, except for the Chairperson or the Executive Director (if one has been appointed by the Board of Directors) shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this the Corporation, without first having obtained the approval of the Board of Directors.

8.2. Limitation on Statements

Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Corporation, shall first make it clear that he or she is representing the Corporation. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have

been properly approved by the Corporation. He or she shall not at the same time present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

**Article IX
Indemnification**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Office (or such heirs, executors of administrators) may be entitled apart from this Article.

**Article X
Amendments to Bylaws**

The Corporation may amend, revise, or rescind these Bylaws, from time to time, in whole or in part, by a majority vote of the Board, provided that the proposed amendments accompany the notice for the meeting in accordance with these Bylaws.

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CERTIFICATE OF ADOPTION

ADOPTED AND APPROVED by the Board of Directors on the 3rd day of October, 2019.

By: _____
Reverend Nathaniel Robinson, Board Chair
Grove Rights and Community Equity, Inc.

By: _____
ATTEST: Christopher Hudson, Secretary
Grove Rights and Community Equity, Inc.